

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM F-X



02039748

APPOINTMENT OF AGENT FOR SERVICE OF PROCESS AND
UNDERTAKING

A. Name of issuer or persons filing ("Filers"): Invensys Holdings Limited;
Invensys Plc

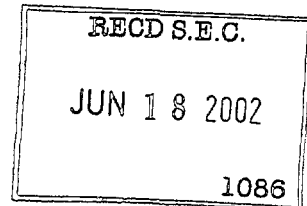
5-49082

B. This is [check one]

☒ an original filing for the Filers

☐ an amended filing for the Filers

C. Identify the filing in conjunction with which this Form is being filed:



Name of registrant Baan Company N.V. in liquidatie

Form type Form CB

File Number (if known) _____

Filed by Invensys Holdings Limited; Invensys Plc

Dated Filed (if filed concurrently, so indicate) Filed concurrently

D. The Filers are incorporated or organized under the laws of England and Wales and each has its principal place of business at

Invensys House
Carlisle Place
London SW1P1BX United Kingdom
44 20 7834 3848

PROCESSED

JUL 02 2002

THOMSON
FINANCIAL

P

E. The Filers designate and appoint Invensys Inc. ("Agent") located at

33 Commercial Street
Foxboro, MA 02035
(508) 543-8750

as the agent of the Filers upon whom may be served any process, pleadings, subpoenas, or other papers in

(a) any investigation or administrative proceeding conducted by the Commission; and

(b) any civil suit or action brought against the Filers or to which the Filers have been joined as defendant or respondent, in any appropriate court in any place subject to the jurisdiction of any state or of the United States or of any of its territories or possessions or of the District of Columbia, where the investigation, proceeding or cause of action arises out of or relates to or concerns (i) any offering made or purported to be made in connection with the securities registered or qualified by the Filers on Form (Name of Form) _____ on (Date) _____ or any purchases or sales of any security in connection therewith; (ii) the securities in relation to which the obligation to file an annual report on Form 40-F arises, or any purchases or sales of such securities; (iii) any tender offer for the securities of a Canadian issuer with respect to which filings are made by the Filers with the Commission on Schedule 13E-4F, 14D-1F or 14D-9F; or (iv) the securities in relation to which one or both of the Filers act as

trustee pursuant to an exemption under Rule 10a-5 under the Trust Indenture Act of 1939. The Filers stipulate and agree that any such civil suit or action or administrative proceeding may be commenced by the service of process upon, and that service of an administrative subpoena shall be effected by service upon such agent for service of process, and that service as aforesaid shall be taken and held in all courts and administrative tribunals to be valid and binding as if personal service thereof had been made.

F. Each person filing this Form in connection with:

(a) the use of Form F-9, F-10, 40-F, or SB-2 or Schedule 13E-4F, 14D-1F or 14D-9F stipulates and agrees to appoint a successor agent for service of process and file an amended Form F-X if the Filers discharge the Agent or the Agent is unwilling or unable to accept service on behalf of the Filers at any time until six years have elapsed from the date the issuer of the securities to which such Forms and Schedules relate has ceased reporting under the Exchange Act;

(b) the use of Form F-8, Form F-80 or Form CB stipulates and agrees to appoint a successor agent for service of process and file an amended Form F-X if the Filers discharge the Agent or the Agent is unwilling or unable to accept service on behalf of the Filers at any time until six years have elapsed following the effective date of the latest amendment to such Form F-8, Form F-80 or Form CB.

(c) its status as trustee with respect to securities registered on Form F-7, F-8, F-9, F-10, F-80, or SB-2 stipulates and agrees to appoint a successor agent for service of process and file an amended Form F-X if the Filers discharge the Agent or the Agent is unwilling or unable to accept service on behalf of the Filer at any time during which any of the securities subject to the indenture remain outstanding; and

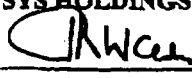
(d) the use of Form 1-A or other Commission form for an offering pursuant to Regulation A stipulates and agrees to appoint a successor agent for service of process and file an amended Form F-X if the Filers discharge the Agent or the Agent is unwilling or unable to accept service on behalf of the Filers at any time until six years have elapsed from the date of the last sale of securities in reliance upon the Regulation A exemption.

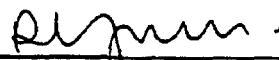
Each Filer further undertakes to advise the Commission promptly of any change to the Agent's name or address during the applicable period by amendment of this Form, referencing the file number of the relevant form in conjunction with which the amendment is being filed.

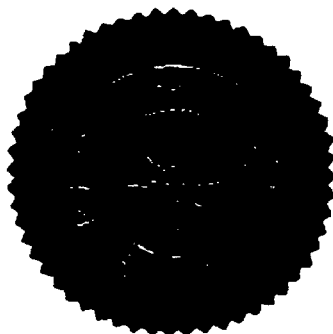
G. Each person filing this Form, other than a trustee filing in accordance with General Instruction I.(a) of this Form, undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the Forms, Schedules and offering statements described in General Instructions I.(a), I.(b), I.(c), I.(d) and I.(f) of this Form, as applicable; the securities to which such Forms, Schedules and offering statements relate; and the transactions in such securities.

Each Filer certifies that it has duly caused this power of attorney, consent, stipulation and agreement to be executed as a deed on its behalf by the undersigned, thereunto duly authorized, in the City of London, United Kingdom this 18th day of June, 2002.

INVENSYS HOLDINGS LIMITED

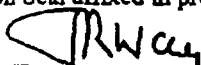
By: 
Name: J R W Clayton
Title: Director

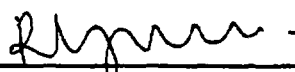
By: 
~~For Pro-Invensys Secretaries Limited~~
Title: Secretary



INVENSYS PLC

Common Seal affixed in presence of:


Name: J R W Clayton
Title: Authorised Signatory


Name: R L Spencer
Title: Authorised Signatory

This statement has been signed by the following person in the capacity and on the dates indicated:

INVENSYS INC.

By: 

Name: Gregory M. Miller

Title: Vice President

Date: June 18, 2002

OFFICER'S CERTIFICATE

The undersigned officer of each of Invensys Holdings Limited, a private limited company organized under the laws of England and Wales, and of Invensys Plc, a public limited company organized under the laws of England and Wales, in his capacity as such, does hereby certify in the name of and on behalf of each of Invensys Holdings Limited and Invensys Plc as follows:

1. That the attached minutes of a meeting of Directors of Invensys Holdings Limited is true and exact in every respect; and
2. That the attached resolution of the Sealing Committee of the Board of Directors is true and exact in every respect.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of this 18th day of June, 2002.

INVENSYS HOLDINGS LIMITED

By: _____

Name: J.R.W. CLAYTON

Title: Director INVENSYS SECRETARIES LTD
SECRETARY

INVENSYS PLC

By: _____

Name: J.R.W. Clayton

Title: Secretary

Invensys Holdings Limited

Minutes of a meeting of Directors held at Carlisle Place London SW1P 1BX on 17
June 2002

Present: Mr J R W Clayton (Chairman)
Mr A C Cochrane

It was reported that the AFM (the Dutch securities regulator) and Euronext (the Amsterdam Stock Exchange) had approved a simplified procedure to allow an Exit Bid (Exit Offer) to be made to the minority shareholders affected by the delay in the anticipated liquidation payment. This involved exemptions from any requirements to issue a formal prospectus or hold a further general meeting of Baan shareholders and would be effected in relation to those Baan shareholders who sought to exit by the Company's Dutch brokers and deposit agent, ABN Amro, acquiring the shares through the medium of the Amsterdam Stock Market but at the fixed price of Euros 2.85 (equal to the fixed liquidation payment) together with an arrangement set up in the USA under which J P Morgan as registrar and agent would acquire shares offered to it on an equivalent basis.

It was

RESOLVED that the proposed Exit Offer to be made by Invensys Holdings Limited be and is hereby approved and that any director or Ms V M Hull or the secretary be and are hereby authorised on behalf of the Company to approve and execute any documents or steps required or desirable in order to implement the Exit Offer in accordance with the requirements of the AFM and Euronext, including without limitation the filing of the relevant press releases and advertisements with the SEC and the appointment of Invensys Inc. as agent for service in connection therewith.



Invensys plc

**Resolution of the Sealing Committee of the Board of Directors
dated 17 June 2002**

RESOLVED that the documents described below be and are hereby approved and that the Common Seal of the Company be affixed thereto in the presence of two authorised signatories pursuant to the resolution of the directors of the Company dated 20 November 2000

Description of Documents	Appointment of Agent for Service and Power of Attorney in connection with Exit Offer to Baan shareholders
Parties to document	Invensys plc, Invensys Holdings Limited and Invensys Inc
Confirmation of Transaction approval	The transactions form part of the Baan acquisition procedures
Proposed method of execution	Company seal to be affixed in presence of 2 authorised signatories, being 2 members of the sealing committee.
Value / Consideration	No relevant consideration



Member of Committee



Member of Committee